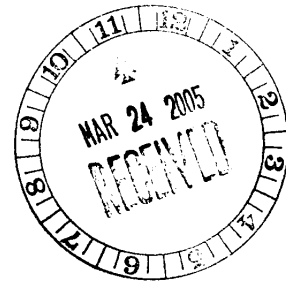




The David J. Joseph Company



March 22, 2005

RECORDATION NO. 25456-A FILED

MAR 24 '05

4-29 PM

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated March 8, 2005, between the following parties:

Assignee: Lone Star Locomotive Leasing, LLC
1303 CR 118 B
Burnet, TX 78611

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment, (12) locomotives, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated March 8, 2005 related to twelve (12) locomotives bearing reporting marks: JTPX 903, 904, 905, 906, 1675, 1708, 1709, 1710, 1711, 1712, 2002 and NIS 1261

Please file this as a secondary document under Recordation Number 25456-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 25456. The filing fee for this document in the amount of \$32.00 is included on the enclosed check No. 569617. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard
Documentation Coordinator

Enclosures

Rail Equipment Group

300 Pike Street
Cincinnati, OH 45202-4214
Phone (513) 419-6200
Fax (513) 419-6221

RECORDATION NO. 25456-A FILE

MAR 24 '05

4-29 PM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of March 8, 2005 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **LONE STAR LOCOMOTIVE LEASING LLC**, a Texas limited liability company ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated December 11, 2002 between Assignor, as Lessor, and Formosa Plastics Corporation, Texas, as subsequently amended by agreement dated January 27, 2005, for twelve (12) Locomotives bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee.

THE DAVID J. JOSEPH COMPANY

By: 

Name: James H. Goetz

Title: Executive Vice President & CFO

LONE STAR LOCOMOTIVE LEASING LLC

By: 

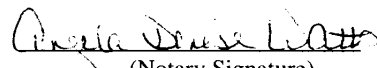
Name: HENRY CHIDSEY

Title: President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 8th day of March, 2005, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Executive Vice President & CFO of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 8th day of March, 2005.


(Notary Signature)

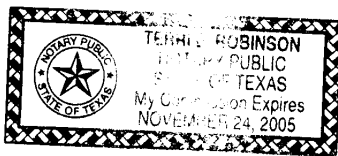
My commission expires:


ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF Texas)
) SS:
COUNTY OF Burnet)

On this 15 day of March, 2005, before me the subscriber, Terri Robinson, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Henry Chidgey, to me personally known, who stated and acknowledged that he/she is the President of Lone Star Locomotive Leasing LLC, a Texas limited liability company, and duly authorized by authority of the Board of Directors or By-laws of said company in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said company and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said company, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15 day of March, 2005.




(Notary Signature)

My commission expires:

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

LOCOMOTIVES

Twelve (12) Locomotives subject to the Lease currently bearing reporting marks:

JTPX000903
JTPX000904
JTPX000905
JTPX000906
JTPX001675
JTPX001708
JTPX001709
JTPX001710
JTPX001711
JTPX001712
JTPX002002
NIS001261

LEASE: Dated December 11, 2002 between Joseph Transportation Services, Inc. (n/k/a The David J. Joseph Company) and Formosa Plastics Corporation, Texas as subsequently amended by agreement dated January 27, 2005.